Exhibit E-1-f
Executive Compensation Summary

Summary of Senior Management Compensation Arrangements

The following is a summary of the compensation payable to the senior management[1] of PacifiCare Health Systems, Inc. ("PacifiCare") as a result of the proposed merger (the "Merger") of PacifiCare with and into Point Acquisition LLC, a subsidiary of UnitedHealth Group Incorporated ("UHG"). The categories of compensation payable to PacifiCare's senior management as a result of the Merger are as follows:

- Change of Control Payments; and
- Accelerated Vesting of Outstanding Equity Incentives and SERP benefits

In addition, most members of PacifiCare senior management have entered into new employment agreements with UHG for future services. Such agreements, which only become effective upon closing of the Merger, provide for ongoing compensation arrangements dependent upon the provision of future services and compliance by such senior management with non-competition and other requirements. In connection with such new agreements, PacifiCare senior management will receive:

- UHG Equity Incentive Grants; and
- UHG Signing Bonuses

I. Background

There are several important points to keep in mind with respect to the amounts to be received described below:

- PacifiCare was in serious financial distress during the period beginning late 2000 through 2002, in essence, a company in turnaround.
  - In 2001, PacifiCare owed approximately $840 million to a consortium of domestic and international banks. All amounts outstanding had a final maturity date of January 3, 2002.
  - In June 2001, an attempt to refinance the outstanding debt with high-yield debt failed, forcing PacifiCare to negotiate a one-year extension of the maturity of the existing bank facility which was accomplished in September 2001.
  - The market for PacifiCare's common stock reflected both the severe earnings and liquidity challenges faced by the company reaching a low of $4.90 (split adjusted) per common share on October 30, 2000. Since that low in October 2000, PacifiCare's common stock has been consistently

listed as one of the best performing domestic publicly traded equity issuances.

- The pattern of full year corporate net earnings is as follows (expressed in thousands):

  - 2000 $161,040
  - 2001 $ 19,006
  - 2002 <$757,829>
  - 2003 $242,748
  - 2004 $303,154

- Equity-based compensation was the primary tool used by PacifiCare (1) to attract and retain the key talent needed for a successful turnaround and (2) to ensure its continuity of management.

- PacifiCare's equity-based compensation has been deployed broadly beyond senior management, with over 730 employees of PacifiCare currently holding equity incentives. Within recent years, the PacifiCare shareholders have approved a variety of amendments to and extensions of our compensation plans, consistent with industry standards for corporate governance.

- PacifiCare's turnaround has been successful. Since January 1, 2000, PacifiCare's operations have stabilized and grown and its stock has outperformed the S&P 500 Index by over 199.8%.

- Accordingly, over 95% of the equity-based compensation of the senior managers, set forth in Table B, represents the premium for PacifiCare's performance over the S&P 500 Index's performance.

- UHG will fund any cash payments due to the senior management and will have cash on hand immediately prior to the Merger sufficient to pay any such cash payments. No such amounts will be paid by or allocated to any regulated entity, whether as a result of an administrative services agreement or otherwise.

- No UHG executives will receive any compensation in connection with the Merger.

II. Effect of Change of Control Payments

Currently, only select members of PacifiCare senior management have employment agreements that provide for payments to be made upon a change of control.

These agreements provide that the applicable executives will be entitled to payments following a change of control of PacifiCare if either:

- the executive is terminated without cause or leaves due to an adverse change in the executive's employment duties, reporting relationship or location within 24 months of the change of control; or

- the executive voluntarily terminates employment 12 months after the change of control (in which case the executive would receive 50% of the amount that he or she would otherwise have been entitled to receive if terminated in connection with the change of control).

In connection with the Merger, 21 PacifiCare executives and senior managers have entered into new employment agreements with UHG. It is anticipated that employment agreements will be extended to additional senior managers. Executives and senior managers that enter into employment agreements with UHG will waive the right to receive any change of control payments that they would otherwise be entitled to receive pursuant to their PacifiCare employment agreements. As a result, the only executives that will be entitled to receive such change of control payments in connection with the Merger will be current PacifiCare executives that currently have employment agreements with PacifiCare and that do not enter into new employment agreements with UHG. As previously noted, UHG will fund any payments due to the executives and no such amounts will be paid by or otherwise allocated to any regulated entity

Table A below details the maximum amount of change of control payments that are potentially payable to PacifiCare's executive officers and senior management as a result of the Merger, based on the dual criteria of 1) a change of control and 2) a qualifying termination of the executive's employment within two years of the change of control.

Table A:
Change of Control Payments

Group	Number of Persons	Amount
CEO	1	$0
Other Executive Officers - New UHG Employment Agreements	8	$0
Other Senior Management – New UHG Employment Agreements	12	$0
Other Senior Management – Continuing PacifiCare Employment Agreements	18	$14,517,225
Total	39	$14,517,225

It should be noted that PacifiCare has approximately 560 employees that are eligible to receive enhanced severance up to a maximum amount of one year's base salary (and,

depending on the employee, a certain amount of bonus compensation), should the dual criteria of 1) change of control and 2) termination of the employee without cause (or significant change in the employee's responsibilities/title) be met within 12 months of the change in control. Should all of these employees be terminated after the close of the transaction, the additional severance associated with these employees as a result of the change in control would be approximately $31 million. **PacifiCare believes that few of these employees will receive this enhanced severance benefit, given that it is UHG's stated intention to retain most employees in their current or similar roles.**

III. Accelerated Vesting of Outstanding Equity Incentives and SERP Benefits

Pursuant to the terms of existing equity incentive plans of PacifiCare (the "Plans"), the outstanding equity incentives previously granted to PacifiCare senior management that have not vested prior to the Merger will fully vest as of the closing of the Merger and no longer be subject to forfeiture risk. There are three categories of equity incentives outstanding under the Plans: stock options, restricted stock and restricted stock units and deferred stock units. By virtue of the Merger (in addition to the accelerated vesting described above):

- each outstanding option to purchase PacifiCare common stock will be converted into an option to purchase UHG common stock;
- each share of restricted stock will be converted into the right to receive the per share merger consideration receivable by public stockholders (1.1 shares of UHG common stock and $21.50 in cash); and
- each restricted stock unit and deferred stock unit will be converted into the right to receive the per share merger consideration receivable by public stockholders (1.1 shares of UHG common stock and $21.50 in cash).

PacifiCare's equity compensation awards have historically been awarded by the PacifiCare Compensation Committee during the first quarter of each calendar year. These awards have generally been subject to a four year vesting schedule. The purpose of the equity grants and the vesting period is to encourage long term employee engagement and retention. Therefore, a significant portion of the compensation costs associated with the transaction are solely due to the accelerated vesting of previously awarded equity grants, including those of the CEO, executive officers and senior managers. Since employees will be within months of an additional year of vesting at the anticipated close of the transaction (i.e., in the fourth quarter of 2005), Table B below displays the value of the unvested equity compensation both before and after February 1, 2006. It should be noted that the difference in value before and after this date would have accrued to PacifiCare employees holding equity grants due to the passage of time, regardless of the occurrence of this transaction.

There are currently approximately 691 PacifiCare employees that hold equity incentives granted pursuant to the Plans (in addition to 39 executives reflected in Table B). The estimated value of acceleration of equity incentives for these employees holding equity incentives that are not disclosed in Table B is approximately $59 million if the transaction closes before February 1, 2006. Other than the 39 members of senior management as described in this summary, however, none of these employees will receive compensation triggered solely by the consummation of the Merger (other than acceleration of vesting of unvested equity incentives).

Table B below details the total value of equity incentives held by PacifiCare's executive and senior management for which vesting will be accelerated as a result of the Merger.

Table B:
Accelerated Vesting of Outstanding Unvested Equity Incentives

Group	Number of Persons	Value of Equity Incentives[2] (closing prior to Feb. 1, 2006)	Value of Equity Incentives[3] (closing on or after Feb. 1, 2006)
CEO	1	$59,195,171	$29,417,980
Other Executive Officers[4]	8	$95,610,848	$48,730,012
Other Senior Management – New UHG Employment Agreements	12	$24,071,703	$17,803,834
Other Senior Management – Continuing PacifiCare Employment Agreements	18	$36,255,658	$25,117,869
Total	39	$215,133,380	$121,069,695

IV. Accelerated Vesting of SERP Benefits

PacifiCare's Supplemental Executive Retirement Plan (SERP) plan, established in January 2002, provides that if a participant's employment is terminated within 24 months of a change of control, the participant is entitled to be immediately vested and receive an unreduced benefit under the SERP. The SERP provides that a participant must have 5 years of service after becoming a participant prior to being vested and also provides for a reduced benefit if a participant terminates employment prior to age 62. UHG intends to continue the SERP plan in the interest of maintaining continuity of management. Vesting of benefits under the SERP plan for most participants will in any event occur in January 2007, even if the Merger were not to be consummated. Given that (i) no enhanced benefits are payable except in connection with termination of employment within 2 years of a change in control, and (ii) such benefits would vest in any event in January 2007 for

most participants before the end of such period, the effect of such acceleration of vesting is not determinable, but is believed to be minimal. As previously noted, UHG will fund any payments due to the executives and no such amounts will be paid by or otherwise allocated to any regulated entity.

V. Future Services

1. UHG Equity Incentive Grants

To ensure continuity of management of PacifiCare following the transaction, UHG entered into new employment agreements for future services and separate non-compete agreements with certain PacifiCare executive officers and members of senior management. The agreement terms for the employment agreements, together with the separate non-compete agreements, range from two to four years, and form the basis of compensation for future service by such executives. It is noteworthy that such executives are not currently subject to non-competition obligations under their current PacifiCare employment agreements.

Pursuant to the terms of these new employment agreements, UHG will issue restricted shares of UHG stock upon consummation of the Merger to the executives that are parties to such agreements. The restricted stock grants vest over a period of two to four years and are subject to forfeiture if the applicable non-competition agreement is violated or if the executive voluntarily terminates his or her employment prior to fulfilling the agreed employment commitment. Table C below details the total value of restricted stock that will be granted to PacifiCare's senior management by UHG in connection with entering into the new UHG employment agreements. The amounts of the awards are similar to those historically awarded to PacifiCare executives.

Table C:
UHG Equity Incentive Grants

Group	Number of Persons	Value of Equity Incentives[5]
CEO	1	$7,984,500
Other Executive Officers[6]	8	$19,695,100
Other Senior Management – New UHG Employment Agreements	12	$14,372,100
Other Senior Management – Continuing PacifiCare Employment Agreements	18	$0
Total	39	$42,051,700

2. UHG Signing Bonuses

As described above, pursuant to their existing employment agreements with PacifiCare, PacifiCare senior management may have been incentivized to terminate their employment following the transaction to receive change of control payments. To avoid such a disruption and instead ensure continuity of management of PacifiCare following the transaction, UHG entered into new employment agreements with most of these executives. Pursuant to such new employment agreements, members of PacifiCare senior management waived their right to receive any change of control payments payable as a result of the Merger under their PacifiCare employment agreements. The new employment agreements provide for signing bonuses, depending on the particular executive, which are payable in shares of UHG restricted stock or cash. The restricted stock vests over a period of two years and is also subject to forfeiture if such executives violate their non-competition agreements or the executive voluntarily terminates his or her employment. As previously noted, UHG will fund any payments due to the executives and no such amounts will be paid by or otherwise allocated to any regulated entity. Table D below details the total amount of signing bonuses that will be paid by UHG to PacifiCare's senior management.

Table D:
UHG Signing Bonuses

Group	Number of Persons	Amount of Signing Bonus	
		Cash	Stock
CEO	1	$0	$8,454,195
Executive Officers[7]	8	$7,861,984	$15,214,159
Other Senior Management – New UHG Employment Agreements	12	$9,197,030	$1,774,228
Other Senior Management – Continuing PacifiCare Employment Agreements	18	$0	$0
Total	39	$17,059,014	$25,442,582

VI. Summary

Tables E-1 and E-2 below summarize the total amount of compensation payable to the senior management of PacifiCare as a result of the Merger.

Table E-1:
Summary of
Change of Control Compensation
(closing prior to Feb. 1, 2006)

Group	Change of Control Payments	Acceleration of Outstanding Equity Incentives[8]	Total
CEO	$0	$59,195,171	$59,195,171
Other Executive Officers	$0	$95,610,848	$95,610,848
Other Senior Management – New UHG Employment Agreements	$0	$24,017,703	$24,071,703
Other Senior Management – Continuing PacifiCare Employment Agreements	$14,517,225	$36,255,658	$50,772,883
Total	$14,517,225	$215,133,380	$229,650,605

Table E-2:
Summary of
Change of Control Compensation
(closing on or after Feb. 1, 2006)

Group	Change of Control Payments	Acceleration of Outstanding Equity Incentives[9]	Total
CEO	$0	$29,417,980	$29,417,980
Other Executive Officers	$0	$48,730,012	$48,730,012
Other Senior Management – New UHG Employment Agreements	$0	$17,803,834	$17,803,834
Other Senior Management – Continuing PacifiCare Employment Agreements	$14,517,225	$25,117,868	$39,635,094
Total	$14,517,225	$121,069,694	$135,586,920

Table F below summarizes the total amount of compensation (other than salary and bonus opportunities) payable to senior management of PacifiCare for future services in connection with the ongoing management of PacifiCare following the Merger.

Table F:
Summary of
Future Services Compensation

Group	UHG Equity Incentive Grants	UHG Signing Bonuses[10]	Total
CEO	$7,984,500	$8,454,195	$16,438,695
Other Executive Officers	$19,695,100	$23,076,143	$42,771,243
Other Senior Management – New UHG Employment Agreements	$14,372,100	$10,971,258	$25,343,358
Other Senior Management – Continuing PacifiCare Employment Agreements	$0	$0	$0
Total	$42,051,700	$42,501,596	$84,553,296

[1] As used in this summary, the term "senior management" refers to all officers of PacifiCare who currently have agreements with PacifiCare that provide for compensation that would be triggered by the Merger. Please note that all members of senior management reside in California, with the exception of two executives.

[2] With respect to options and shares of UHG common stock received upon conversion of restricted stock, restricted stock units, or deferred stock units, the dollar value assumes a UHG stock price of $53.23 per share (the closing price of UHG common stock on July 5, 2005, the day before the Merger was announced), net of the exercise price therefore, if any. In order to receive the amounts shown, the participants must exercise stock options. Given the fixed exchange ratio, the actual amounts will increase or decrease based upon the actual closing price of UHG common stock when the Merger closes. Such amounts would further be reduced by applicable federal and state taxes.

[3] With respect to options and shares of UHG common stock received upon conversion of restricted stock, restricted stock units, or deferred stock units, the dollar value assumes a UHG stock price of $53.23 per share (the closing price of UHG common stock on July 5, 2005, the day before the Merger was announced), net of the exercise price therefore, if any. In order to receive the amounts shown, the participants must exercise stock options. Given the fixed exchange ratio, the actual amounts will increase or decrease based upon the actual closing price of UHG common stock when the Merger closes. Such amounts would further be reduced by applicable federal and state taxes.

[4] Acceleration of outstanding unvested equity incentives held by named executive officers other than the CEO

Name	Value of Incentives (Closing prior to 2/1/06)	Value of Incentives (Closing after 2/1/06)
Brad Bowlus	$21,063,811	$9,197,719
Joseph Konowiecki	$22,152,369	$7,114,732
Jacquelyn Kosecoff	$11,811,575	$8,921,624
Greg Scott	$18,214,727	$8,184,147

[5] The dollar value assumes a UHG stock price of $53.23 per share (the closing price of UHG common stock on July 5, 2005, the day before the Merger was announced). The actual amounts will vary up or down based upon the actual closing price of UHG common stock when the Merger closes.

[6] Value of Equity Incentive Grants held by named executive officers other than CEO

Name	Amount

Brad Bowlus	3,726,100
Joseph Konowiecki	1,596,900
Jacquelyn Kosecoff	2,661,500
Greg Scott	3,726,100

[7] UHG signing bonuses of named executive officers other than CEO:

Name	Cash	Restricted Stock
Brad Bowlus	$4,133,503	$0
Joseph Konowiecki	$0	$3,593,523
Jacquelyn Kosecoff	$0	$3,071,475
Greg Scott	$3,728,481	$0

[8] Subject to the assumptions described in Table B.

[9] Subject to the assumptions described in Table B.

[10] $25,442,582 of the total signing bonuses are to be paid in restricted stock. See Table D for specific breakdown of cash versus stock awards.